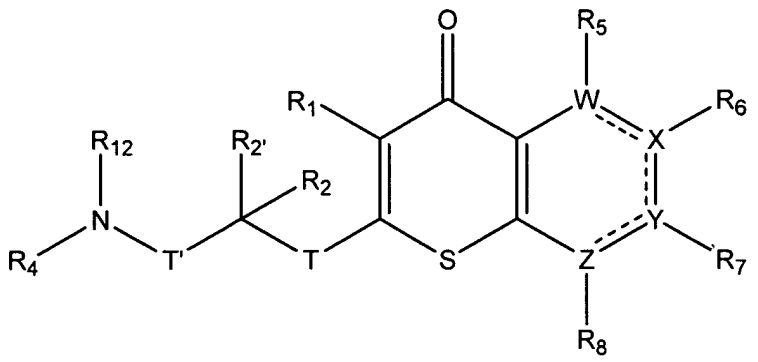
AMENDMENTS TO THE CLAIMS:

This listing of claims will replace all prior versions and listings of claims in the application:

1. (Original) A compound selected from the group represented by Formula I:



Formula I

wherein:

W, X, Y, and Z are independently N, C, CH, O, or S; and Z is optionally absent, provided that:

no more than two of W, X, Y, and Z is –N=, and

W, X, or Y can be O or S only when Z is absent;

the dashed lines in the structure depict optional double bonds;

T and T' are independently a covalent bond, -C(O)-, or optionally substituted lower alkylene;

R_1 is chosen from hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, and optionally substituted heteroaralkyl;

R_2 and $R_{2'}$ are independently chosen from hydrogen, optionally substituted alkyl,

optionally substituted alkoxy, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, and optionally substituted heteroaralkyl; or R_2 and $R_{2'}$ taken together form an optionally substituted 3- to 7-membered ring;

R_{12} is chosen from hydrogen, optionally substituted alkyl-, optionally substituted aryl-, optionally substituted aralkyl-, optionally substituted heteroaryl-, optionally substituted heteroaralkyl-, -C(O)-R_3, and -$S(O)_2$-R_{3a};

R_3 is chosen from hydrogen, optionally substituted alkyl-, optionally substituted aryl-, optionally substituted aralkyl-, optionally substituted heteroaryl-, optionally substituted heteroaralkyl-, $R_{15}O$- and R_{17}-NH-;

R_{3a} is chosen from optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, optionally substituted heteroaralkyl, and R_{15}-NH-;

R_4 is chosen from hydrogen, optionally substituted alkyl-, optionally substituted aryl-, optionally substituted aralkyl-, optionally substituted heteroaralkyl-, and optionally substituted heterocyclyl-;

or R_4 taken together with R_{12}, and the nitrogen to which they are bound, form an optionally substituted 5- to 12-membered nitrogen-containing heterocycle, which optionally incorporates from one to two additional heteroatoms, selected from N, O, and S in the heterocycle ring;

or R_4 taken together with R_2 form an optionally substituted 5- to 12-membered nitrogen-containing heterocycle, which optionally incorporates from one to two additional heteroatoms, selected from N, O, and S in the heterocycle ring;

R_5, R_6, R_7 and R_8 are independently chosen from hydrogen, acyl, optionally substituted alkyl-, optionally substituted alkoxy, halogen, hydroxyl, nitro, cyano, optionally substituted amino, alkylsulfonyl-, alkylsulfonamido-, alkylthio-, carboxyalkyl-, aminocarbonyl-, optionally substituted aryl and optionally substituted heteroaryl-, provided that R_5, R_6, R_7 and R_8 is absent where W, X, Y, or Z, respectively, is –N=, O, S or absent;

R_{15} is chosen from optionally substituted alkyl-, optionally substituted aryl-, optionally substituted aralkyl-, optionally substituted heteroaryl-, and optionally

substituted heteroaralkyl-; and

R_{17} is hydrogen, optionally substituted alkyl-, optionally substituted aryl-, optionally substituted aralkyl-, optionally substituted heteroaryl-, or optionally substituted hetero-aralkyl-,

or a pharmaceutically acceptable salt or solvate thereof.

2. (Original) The compound of Claim 1 comprising one or more of the following:
one or both of T and T' is a covalent bond;

W, X, Y and Z are independently –C= or –N=;

R_1 is hydrogen, optionally substituted C_1-C_4 alkyl, optionally substituted phenyl-C_1-C_4-alkyl-, optionally substituted heteroaryl- C_1-C_4-alkyl-, optionally substituted naphthalenylmethyl, optionally substituted phenyl, or naphthyl;

R_2 is optionally substituted C_1-C_4 alkyl;

$R_{2'}$ is hydrogen;

R_{12} is –C(O)R_3;

R_3 is selected from optionally substituted C_1-C_8 alkyl, optionally substituted aryl-C_1-C_4-alkyl-, optionally substituted heteroaryl-C_1-C_4-alkyl-, optionally substituted heteroaryl, optionally substituted aryl, R_{15}O- and R_{17}-NH-;

R_{15} is chosen from optionally substituted C_1-C_8 alkyl and optionally substituted aryl. ;

R_{17} is chosen from hydrogen, C_1-C_4 alkyl; cyclohexyl; phenyl; and phenyl substituted with halo, C_1-C_4 alkyl, C_1-C_4 alkoxy, or C_1-C_4 alkylthio;

R_4 is chosen from hydrogen, C_1-C_4 alkyl; cyclohexyl; phenyl substituted with hydroxyl, C_1-C_4 alkoxy or C_1-C_4 alkyl; benzyl; heteroarylmethyl-; heteroarylethyl-; heteroarylpropyl-; and R_{16}-alkylene-;

R_{16} is hydroxyl, di(C_1-C_4 alkyl)amino-, (C_1-C_4 alkyl)amino-, amino, C_1-C_4 alkoxy-, or N-heterocyclyl-, particularly pyrrolidino, piperidino or imidazolyl.; and

R_5, R_6, R_7 and R_8 are independently methoxy, hydrogen, cyano, or halo, provided that R_5, R_6, R_7 and R_8 is absent where W, X, Y, or Z, respectively, is –N=.

3. (Original) The compound of Claim 2 comprising one or more of the following:

both T and T' are covalent bonds;

W, X, Y and Z are C;

R_1 is optionally substituted phenyl-C_1-C_4-alkyl- or optionally substituted heteroaryl-C_1-C_4-alkyl-.

R_2 is ethyl or propyl;

R_3 is optionally substituted C_1-C_8 alkyl, optionally substituted heteroaryl, or optionally substituted aryl;

R_4 is R_{16}-alkylene-;

R_{16} is amino, C_1-C_4 alkylamino-, di(C_1-C_4 alkyl)amino-, C_1-C_4 alkoxy-, hydroxyl, or N-heterocyclyl;

R_5 is amino, alkylamino, trifluoromethyl, hydrogen or halo;

R_6 is hydrogen, alkyl, or halo;

R_7 is hydrogen, halo, alkyl, alkoxy, cyano, or trifluoromethyl; and

R_8 is hydrogen or halo.

4. (Original) The compound of Claim 3 comprising one or more of the following:

R_1 is naphthyl, phenyl, bromophenyl, chlorophenyl, methoxyphenyl, ethoxyphenyl, tolyl, dimethylphenyl, chorofluorophenyl,

methylchlorophenyl, ethylphenyl, phenethyl, benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, hydroxybenzyl, dichlorobenzyl, dimethoxybenzyl, or naphthalenylmethyl;

R_2 is *i*-propyl;

R_3 is tolyl, halophenyl, halomethylphenyl, hydroxymethylphenyl, methylenedioxyphenyl, formylphenyl or cyanophenyl;

R_4 is R_{16}-alkylene-;

R_{16} is amino;

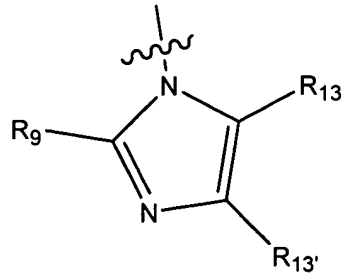
R_5, R_6, and R_8 are hydrogen; and

R_7 is cyano, methoxy or halogen.

5. (Original) The compound of claim 4 wherein R_1 is benzyl, cyanobenzyl, methoxybenzyl, or naphthalenylmethyl.

6. (Original) The compound of claim 5 wherein R_1 is benzyl.

7. (Original) The compound of claim 1, wherein R_4 taken together with R_{12} and the nitrogen to which they are bound, forms an optionally substituted imidazolinyl ring of the formula:



wherein

R_9 is chosen from hydrogen, optionally substituted C_1-C_8 alkyl, optionally substituted aryl, optionally substituted aryl-C_1-C_4-alkyl -, optionally substituted heteroaryl-C_1-C_4-alkyl -, optionally substituted aryl-C_1-C_4-alkoxy -, optionally substituted heteroaryl-C_1-C_4-alkoxy -, optionally substituted heteroaryl-; and

R_{13} and $R_{13'}$ are independently hydrogen, optionally substituted C_1-C_8 alkyl, optionally substituted aryl, or optionally substituted aryl-C_1-C_4-alkyl - (especially optionally substituted alkyl).

8. (Original) The compound of claim 7 comprising one or more of the following:

R_9 is phenyl substituted with C_1-C_4-alkyl, C_1-C_4-alkoxy-, and/or halo; phenyl; or benzyl;

R_{13} is hydrogen; and

$R_{13'}$ is substituted C_1-C_4 alkyl.

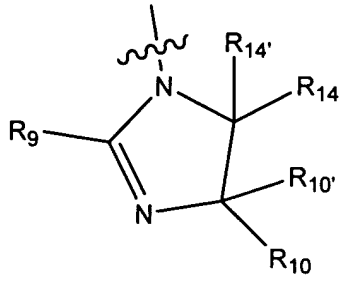
9. (Original) The compound of claim 8 comprising one or more of the following:

R_9 is tolyl; halophenyl; or halomethylphenyl;

R_{13} is hydrogen; and

$R_{13'}$ is aminomethyl, aminoethyl, aminopropyl, acetylamino-methyl, acetylaminoethyl, benzyloxycarbonylamino-methyl or benzyloxycarbonylamino-ethyl.

10. (Original) The compound of claim 1 wherein R_{12} taken together with R_4 forms an optionally substituted imidazolinyl ring of the formula:



wherein

R_9 is chosen from hydrogen, optionally substituted C_1-C_8 alkyl, optionally substituted aryl, optionally substituted aryl-C_1-C_4-alkyl -, and optionally substituted heteroaryl-; and

R_{10}, $R_{10'}$, R_{14}, and $R_{14'}$ are independently chosen from hydrogen, optionally substituted C_1-C_8 alkyl, optionally substituted aryl, and optionally substituted aryl-C_1-C_4-alkyl -.

11. (Original) The compound of claim 10 comprising one or more of the following:

R_9 is methylenedioxyphenyl; phenyl; phenyl substituted with C_1-C_4 alkyl, C_1-C_4 alkoxy, and/or halo; or benzyl; and

R_{10}, $R_{10'}$, $R_{14'}$, and R_{14} are independently hydrogen or optionally substituted alkyl.

12. (Original) The compound of claim 11 comprising one or more of the following:

R_9 is methylenedioxyphenyl-; phenyl; or phenyl substituted with methoxy, halo and/or methyl;

R_{10} and $R_{10'}$ are independently selected from the group consisting of hydrogen or optionally substituted C_1-C_4 alkyl; and

$R_{14'}$ and R_{14} are hydrogen.

13. (Currently amended) The compound of ~~any of the above claims~~ Claim 1 wherein the stereogenic center to which R_2 and $R_{2'}$ are attached is of the R configuration.

14. (Currently amended) A pharmaceutical formulation comprising a pharmaceutically acceptable excipient and an effective amount of a compound of ~~any of Claims 1-12~~ Claim 1.

15. (Currently amended) A method of treatment comprising administering an effective amount of a compound of ~~any of Claims 1-12~~ Claim 1 to a patient suffering from a cellular proliferative disease.

16. (Original) The method of Claim 15 wherein the cellular proliferative disease is cancer, hyperplasia, restenosis, cardiac hypertrophy, an immune disorder or inflammation.

17. (Original) A method of treatment for a cellular proliferative disease comprising administering to a patient suffering therefrom a compound of Claim 1 in an amount sufficient to modulate KSP kinesin activity in cells affected with the disease.

18. (Currently amended) A kit comprising a compound of ~~any of Claims 1-12~~ Claim 1 and a package insert or other labeling including directions for treating a cellular proliferative disease by administering an effective amount of said compound.